

521H.5 Contents of corporate governance annual disclosure.

1. An insurer, or the insurance group of which the insurer is a member, shall have discretion over the responses to corporate governance annual disclosure inquiries, provided the corporate governance annual disclosure contains the material information necessary to permit the commissioner to gain an understanding of the insurer's or insurance group's corporate governance structure, policies, and practices. The commissioner may request additional information that the commissioner deems material and necessary to provide a clear understanding of the insurer's or insurance group's corporate governance policies, reporting or information systems, or the controls implementing such policies or systems.

2. The corporate governance annual disclosure shall be prepared consistent with rules adopted by the commissioner pursuant to [chapter 17A](#). Documentation and supporting information prepared pursuant to [this chapter](#) and related rules shall be maintained and made available upon examination by or upon request of the commissioner.

3. The corporate governance annual disclosure shall include the signature of the insurer's or insurance group's chief executive officer or corporate secretary, attesting that to the best of that individual's belief and knowledge the insurer or the insurance group has implemented the corporate governance practices described in the disclosure and that a copy of the disclosure has been provided to the insurer's or the insurance group's board of directors or the appropriate committee of the board.

4. a. For purposes of completing a corporate governance annual disclosure, an insurer or insurance group may report information regarding corporate governance at the ultimate controlling parent level, at an intermediate holding company level, or at the individual legal entity level, depending upon how the insurer or insurance group has structured its system of corporate governance.

b. An insurer or insurance group is encouraged to report information in the corporate governance annual disclosure at the level at which the insurer's or insurance group's risk tolerance is determined; at the level at which the earnings, capital, liquidity, operations, and reputation of the insurer or insurance group are overseen collectively and the level at which the supervision of these factors is coordinated and exercised; or at the level at which legal liability for failure of general corporate governance duties would be placed. If an insurer or insurance group determines the level of reporting based upon the criteria set forth in this paragraph, the insurer or insurance group shall indicate which of the three criteria was used to determine the level of reporting and explain any subsequent changes that are made in the level of reporting.

[2015 Acts, ch 27, §5, 9](#)

Referred to in [§521H.3](#)

Section applies beginning January 1, 2016; first filings of corporate governance annual disclosures shall be made pursuant to this chapter in 2016; 2015 Acts, ch 27, §9

NEW section